

----- Forwarded message -----

From: Peter Gelzinis <pgelzinis@pierceatwood.com>

Date: Tue, Mar 15, 2022 at 3:58 PM

Subject: Park Place portfolio - Amendment to Purchase and Sale

To: Rob Bolin <rob@bolintroy.com>

Cc: Rob Abelson <rob@amicus-properties.com>, Austin Brooks <austin@amicus-properties.com> <austin@amicus-properties.com>, Donald Lussier <dlussier@pierceatwood.com>

Rob,

I had a good conversation with Jack this afternoon. He's very knowledgeable about these kinds of land use matters and he provided some very helpful information. Attached is a draft amendment to the PSA, which extends the closing for a period of 90 days. Could you please forward to Heather and Tom and send me a signed PDF copy? Don't hesitate to contact me with any questions.

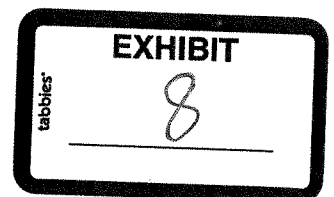
Thanks,

Peter

**Peter Gelzinis**  
PIERCE ATWOOD LLP

100 Summer Street  
22nd Floor  
Boston, MA 02110

PH 617.488.8148  
FAX 617.824.2020



**SECOND AMENDMENT TO LIMITED LIABILITY COMPANY MEMBERSHIP  
INTERESTS PURCHASE AND SALE AGREEMENT**

THIS SECOND AMENDMENT TO LIMITED LIABILITY COMPANY MEMBERSHIP INTERESTS PURCHASE AND SALE AGREEMENT (this "Amendment") is made as of MARCH \_\_\_\_\_, 2022 (the "Effective Date"), by and between HEATHER HOELZER KACACHOS and THOMAS KACACHOS ("Seller") and AMICUS MIAMI OF OHIO LLC, a Delaware limited liability company ("Buyer").

R E C I T A L S:

A. WHEREAS, Seller and Buyer entered into that certain Limited Liability Company Membership Interests Purchase and Sale Agreement dated October 25, 2021, as amended by that certain First Amendment to Limited Liability Company Membership Interests Purchase and Sale Agreement dated January 24, 2022 (as amended, the "Purchase Agreement"), concerning the acquisition of membership interests of HoldCo, which will be the owner of a portfolio of student housing properties located in Oxford, Ohio as more particularly described in the Purchase Agreement. Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Purchase Agreement; and

B. WHEREAS, Seller and Buyer now desire to amend the Purchase Agreement as set forth below;

NOW THEREFORE, for and in consideration of the recitals set forth above and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and agreed, the parties do hereby agree as follows:

1. Extension of Closing. The Closing Date is hereby extended for a period of ninety (90) days from March 25, 2022 to June 23, 2022.
2. Counterparts, Etc. This Amendment may be executed in counterparts, each of which shall be an original and all of which, when taken together, shall constitute one agreement. Executed copies of this Amendment may be delivered by electronic transmission via a .pdf file.
3. Conflicts; Ratification. To the extent the terms of this Amendment conflict with the terms of the Purchase Agreement in any manner, the terms of this Amendment shall control. In all other respects the Purchase Agreement, except as herein modified and amended, remains in full force and effect unchanged. Seller and Buyer hereby reaffirm all of the covenants, agreements, terms, conditions, and other provisions of the Purchase Agreement except as modified hereby, and the Purchase Agreement is hereby incorporated in full herein by reference.

*[Signatures on the following page]*

IN WITNESS WHEREOF, this Amendment has been executed as of the Effective Date first written above.

**SELLER:**

\_\_\_\_\_  
Heather Hoelzer Kacachos

\_\_\_\_\_  
Thomas Kacachos

**BUYER:**

AMICUS MIAMI OF OHIO LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Name:  
Title: